

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

INTERNATIONAL BUSINESS
MACHINES CORPORATION,

Plaintiff,

v.

JEFF S. SMITH,

Defendant.

Civil Action No. 17-cv-5808

**PROPOSED FURTHER ORDER REGARDING PLAINTIFF'S MOTION FOR
TEMPORARY RESTRAINING ORDER**

AND NOW this 1st day of August 1, 2017, upon consideration of the papers submitted by Plaintiff International Business Machines Corporation ("IBM," or "Plaintiff") for a Temporary Restraining Order and Preliminary Injunction and Other Relief (the "Motion"), and in conjunction with the Order granting Plaintiff's Motion in part, **IT IS HEREBY FURTHER ORDERED**, until further Order of this Court following an evidentiary hearing, that:

1. Defendant Jeff Smith may be permitted to join the Amazon Web Services ("AWS") payroll and receive orientation and training of the kind provided to all new AWS employees, but shall not perform, discuss or participate in any substantive business activities or job-related responsibilities or provide any services, directly or indirectly, to AWS or customers.

2. Without limiting the foregoing, Smith shall not discuss or participate in any substantive business or job-related discussions or activities with Andrew Jassy.

3. Mr. Smith shall adhere to the confidentiality provisions in the Noncompetition Provision he signed with IBM on or about June 7, 2014.

4. For sake of clarity, Mr. Smith will not engage in the following, among other activities:

a. Mr. Smith will not lead the internal teams of global marketplace, developer tools, and global support and managed services provider offerings.

b. Mr. Smith will have no role in designing the infrastructure of the AWS cloud, including as to the physical design of data centers or the operating system that runs the AWS cloud. He will have no role with respect to designing the network, the usage of compute, or the usage of storage

c. Mr. Smith will have no role in setting AWS cloud storage pricing.

d. Mr. Smith will have no role in AWS cloud storage commercial sales.

e. Mr. Smith will not solicit any customers.

f. Mr. Smith will not solicit any IBM employee to leave IBM's employ.

DATE: August 1, 2017

BY THE COURT

THE HONORABLE JUDGE SEIBEL